



File No. SD-082

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
BALLY GAMING INTERNATIONAL, INC.
(Registration)

AMENDMENT NO. 2 TO ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on January 13, 1993, and before the Nevada Gaming Commission ("Commission") on January 28, 1993, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The applications of Bally Gaming International, Inc. and Bally Gaming, Inc. for continuous approvals to participate in foreign gaming; and

b. The application of Bally Gaming International, Inc. for an amendment to its Order of Registration.

2. THAT paragraph 7 of the Order of Registration of Bally Gaming International, Inc. entered on October 23, 1991, as amended by paragraph 3 of the

Amendment No. 1 to Order of Registration entered on May 28, 1992, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu thereof:

"7. THAT except as permitted by NRS 463.680, et seq., and the regulations promulgated thereunder, and by paragraphs 15 through 18, inclusive, herein, neither Bally Gaming International, Inc., nor any person controlling, controlled by or under common control with Bally Gaming International, Inc., shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Commission."

3. THAT the Order of Registration of Bally Gaming International, Inc., entered on October 23, 1991, is hereby amended by adding thereto the following new paragraphs:

"17. THAT Bally Gaming International, Inc. and Bally Gaming, Inc., are each granted continuous approval to participate in foreign gaming pursuant to NRS 463.680, et seq., and NGC Regulation 4.705, while continuing their gaming operations in the State of Nevada through their affiliated companies."

"18. THAT the approvals granted in paragraph 17 above are expressly conditioned as follows:

a. Each continuous approval expires at midnight on the date of the January 1995 regular Commission meeting.

b. With respect to each foreign gaming operation, Bally Gaming International, Inc. and Bally Gaming, Inc. (hereinafter referred to collectively as "Bally") must:

(1) Submit personal background and financial information to the Board for the general manager, casino manager, controller and

casino controller involved in foreign gaming operations, if any. The information provided shall include sufficient identification information (e.g., passport number, social security number, date of birth) to enable the Board to conduct a background and financial investigation.

(2) The following information within the knowledge of Bally must be reported to the Board by Bally within 30 days after the end of each quarter regarding the occurrence or absence of the following:

(a) Any change in ownership or control of any interest in any foreign gaming operations.

(b) All gaming-related complaints, disputes, orders to show cause and disciplinary actions instituted, or presided over, by any state, the U.S., or any other foreign governmental jurisdiction concerning any foreign gaming operations.

(c) All arrests made of employees of Bally or its affiliate(s) involving gaming cheating or theft in any foreign jurisdiction. This report must include the name, position, charge, arresting agency, and a brief description of the event.

(d) All arrests or convictions of officers, directors, key employees, and equity owners of Bally or its affiliate(s) in any foreign jurisdiction, regarding offenses which would constitute a gross misdemeanor or felony in the State of Nevada. The report must include the name, position, charge, arresting agency, and a brief description of the event.

c. The approval granted relates solely to the approval which was voluntarily sought and received and does not involve any exercise of Nevada regulatory jurisdiction over the entities pertaining to any foreign gaming

operations and activities. No representations shall be made by Bally or its affiliate(s), directly or indirectly, that any foreign gaming operations are within the regulatory control of the State of Nevada or any agency thereof.

d. Bally must maintain at an office in Nevada, designated to the Board, detailed records and records of ownership pertaining to any foreign gaming operations. Specifically, copies of the following documents or equivalent documents for the business entities responsible for any foreign gaming operations, must be maintained:

- (1) Articles of incorporation, partnership, management or joint venture agreements, and any amendments.
- (2) Bylaws and amendments.
- (3) A list of current and former partners, officers and directors, and any changes thereto.
- (4) Any minutes of meetings of partners, stockholders and directors.
- (5) A listing of each partner's or stockholder's name, address, available personal identification information, number of shares or interests held, and the date such shares or interests were acquired.
- (6) A record of all transfers of stock or other interests.
- (7) A record of all amounts paid to any foreign gaming operations related to stock issuances, capital contributions and loans.

Such records of accounting and ownership must be maintained by Bally within Nevada for at least five years after they are made and must be made available for inspection to agents of the Board immediately upon request.

e. Bally shall comply with any additional reporting or other requirements or conditions which may be imposed by the Board or which are required by NGC Regulation 4.705.

f. This approval does not apply in jurisdictions where it is not possible to conduct or investigate foreign gaming operations because of:

(i) prohibitions by the President of the United States pursuant to the International Emergency Economic Powers Act, 50 U.S.C. 1702-1706;

(ii) the Foreign Assets Control Regulations, 31 C.F.R. 500.101-565-901; and

(iii) restrictions on travel of holders of United States passports."

4. THAT except as expressly modified by this Amendment No. 2 to Order of Registration, or other Commission action, all other terms and conditions of the Order of Registration of Bally Gaming International, Inc. entered on October 23,

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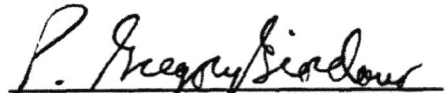
1991, and of the Amendment No. 1 thereto entered on May 28, 1992, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Las Vegas, Nevada, this 28th day of January, 1993.

FOR THE COMMISSION:

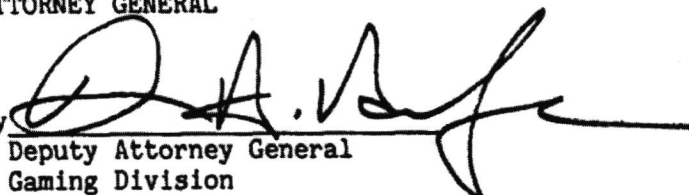

Bill Curran, Chairman

Submitted by:


P. Gregory Giordano, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 
Deputy Attorney General
Gaming Division